



Constitution

2022-04-04

1. The name of the Society is KELOWNA ROWING CLUB.
2. The purposes of the Society are: a. To promote, further and encourage the sport of rowing and other athletic and aquatic activities for the physical, competitive and social well-being of the members of the society and community as a whole.

Bylaws

Membership

1. The members of the club are those applicants for incorporation of the club, and those persons who subsequently become members, in accordance with these by-laws, and in either case, have not ceased to be members.
2. Members of the Club may be divided in different classes or categories, the number and type of which may be decided by the membership as the Club develops.
3. a. Candidates for membership may apply to the Directors for membership by filing an application with the Secretary, in writing, stating name, address, and that they will abide by the Constitution and By-laws of the Club.
b. The Secretary will post a notice of application on the bulletin board for 14 days and not more than a calendar month.
c. Any objections must be submitted to the Secretary in writing and signed.
d. The Board of Directors will decide on membership by vote.
e. Any persons denied membership may appeal the decision to the Board of Directors in writing
4. A member shall cease to be a member of the Club:
 - a. by delivering his or her resignation in writing to the Secretary of the Club or by mailing or delivering it to the address of the Club, or
 - b. on his death or in case of a corporation, on dissolution, or
 - c. on being expelled, or
 - d. on having not been a member in good standing for six (6) consecutive months.
5. All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing' by him to the Club and he or she is not in good standing so long as the debt remains unpaid.

6. a. A member may be expelled by a special resolution of members passed at a general meeting.
b. The notice of special resolution shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
c. The member who is the subject of the proposed special resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
7. Every member shall uphold the constitution and comply with these by-laws and all the rules of the Club.
8. The number of members may be limited according to the athletic equipment or facilities available, at the discretion of the directors. Applicants for membership who are turned down for this reason may have their applications reconsidered as soon as a vacancy occurs.
9. The directors shall have power to reprimand, suspend, or expel any member who in their opinion may be guilty of any ungentlemanly conduct or conduct unbecoming 'a member, or prejudicial or injurious to the welfare of the Club or who may have transgressed any of the rules of the Club.
10. Any person ceasing from any cause whatever to be a member of the Club shall ipso facto cease to have any claim or interest in the assets, funds, and property of the Club.
11. The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Club, and shall be payable by each member within a time specified by the Directors.

Meetings of Members

12. General meetings of the Club shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
13. Every general meeting other than an annual general meeting is an extraordinary general meeting.
14. The directors may, whenever they think fit, convene an extraordinary general meeting, or with written request, ten percent of the members, sign and stating the reason for the meeting.
15. Notice of a general meeting shall specify the day, the place and the hour of meeting, and in case of special business, the general nature of that business.
16. The first annual general meeting of the Club shall be held no more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding general meeting.
17. A quorum at a general meeting shall consist of not less than one quarter of the members who are entitled to vote, but never less than 3 members.

18. The order of business at the Annual General Meeting shall be as follows.
 - a. The reading and confirmation of the Minutes of the previous meeting.
 - b. Reports of the President, Secretary, Treasurer, and Captain.
 - c. Other reports.
 - d. Election of Executive.
 - e. Election of Auditor.
 - f. Notices of motion.
19. Any member desiring to make a motion at any general meeting shall give notice in writing of the same to the secretary three days prior to the date of the meeting.
20. If within thirty minutes of the time appointed for the general meeting a quorum is not present, the meeting, if convened upon the request of members, shall be terminated. In any other case the meeting will be adjourned until another date, time and place is set, within thirty days of the first meeting. If a quorum is not present at the adjourned meeting within thirty minutes of the appointed time of the meeting, the members present shall constitute a quorum.
21. No business, other than the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
22. Subject to by-law 23 (twenty-three) the President of the Club, the Vice-President or in the absence of both, one of the directors present shall preside as Chairman of a general meeting.
23. If at a general meeting there is no President, Vice-President, or other director present within 15 (fifteen) minutes after the time appointed for holding the meeting, a general meeting may be adjourned.
24. A general meeting may be adjourned from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - a. where a meeting is adjourned for 10 (ten) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - b. except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
25. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
 - a. In case of equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
26. Each member in good standing is entitled to one vote. All voting shall be by show of hands, unless a secret ballot is demanded by a member.
27. A special resolution amending either the Constitution or By-laws shall meet the requirements of the "Societies Act".
28. The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by any member shall not invalidate proceedings at any meeting.

The Directors

29. The directors may exercise all such powers and do all such acts and things as the Club may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in general meetings, but subject,¹ nevertheless, to the provisions of:
 - a. all laws affecting the Club.
 - b. these by-laws, and,
 - c. rules, not being inconsistent with these by-laws, which are made from time to time by the Club in general meetings.
 - d. no rule, made by the Club in general meetings, invalidates a prior act of the directors that would have been valid if that rule had not been made.
30. The Past President, President, Vice-President, Secretary, Treasurer, and Captain shall be the directors of the Club.
31. a. The directors shall retire from office at each annual general meeting when their successors shall be elected.
 - b. Separate elections shall be held for each office to be filled.
 - c. An election may be acclamation, otherwise it shall be by ballot.
 - d. If no successor is elected the person previously elected or appointed continues to hold office.
 - e. Directors must be in good standing in the Club.
32. a. Directors may at any time and from time to time appoint a member as a director to fill a vacancy among the directors.
 - b. A director so appointed holds office only until the next annual general meeting of the Club, but is eligible for re-election at the meeting.
33. a. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
 - b. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
34. The members may issue a special resolution to remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
35. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Club.

Proceedings of Directors

36. The directors may meet together at such places as they think fit for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
 - a. The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
 - b. The president shall be chairman of all meetings of the directors, but if at any

meeting the president is not present within 30 (thirty) minutes after the time appointed for holding the meeting, the Vice-President shall sit as chairman, but if neither is present the directors present may choose one of their members to be chairman at that meeting.

c. A director may at any time (and the Secretary shall, on the request of a director) convene a meeting of the directors.

37. Questions arising at any meeting of the directors shall be decided by a majority of votes,

a. In case of an equality of votes the chairman does not have a second vote or casting vote.

38. No resolution proposed at a meeting of the directors need be seconded and the chairman of a meeting may move or propose a resolution.

39. A resolution in writing, signed by all directors and placed within the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.

Duties of Directors

40. a. The president shall preside at all meetings of the Club and of the directors.

b. The president is the chief executive officer of the Club and shall supervise the other directors in the execution of their duties.

41. The Vice-President shall assist the President in the performance of his duties and shall carry out the duties of the President if he should be absent.

42. The Secretary shall:

a. conduct the correspondence of the Club,

b. issue notices of meetings of the Club and Directors,

c. keep minutes of all meetings of the Club and Directors,

d. have custody of all records and documents of the Club except those required to be kept by the Treasurer,

e. maintain a register of members.

43. The Treasurer shall:

a. keep such financial records, including books of account, as are necessary to comply with the Societies Act, and

b. render financial statements to the directors, members, and others when required, and

c. be responsible for the collection of all monies owing the Club and the payment of all bills.

44. The offices of Secretary and Treasurer may be held by one person who shall be known as Secretary-Treasurer.

45. The Captain shall:

a. have general control of all racing boats and equipment and shall ensure that members do not use the boats for an undue length of time,

b. in consultation with the Directors shall supervise the training of members, select crews, and appoint coaches.

- c. if no other member has been appointed by the Directors to attend to the repair of boats, this duty shall be performed by the Captain.
46. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.
47. The Directors shall have general control of the Club House and furniture therein and the administration thereof and shall also have general charge of all Club grounds and buildings and property thereon and therein belonging to the Club. They shall arrange the program of Regattas, sporting activities and entertainments for the year. They shall have power to engage a caretaker or other servant of the Club, to order all supplies, labour, and repairs.
48. For the attainment of the above object to acquire, accept, solicit, or receive by purchase, lease, contract, donation, legacy, gift, grant, dues, bequest or otherwise any kind of real or personal property or choses in action.

Finance

49. The Club will maintain an account with any; Chartered Bank or Credit Union approved by the Board of Directors.
50. In order to carry out the purposes of the Club the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
51. No debenture shall be issued without the sanction of a special resolution.
52. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Auditor

53. The first auditor shall be appointed by the Directors who shall also fill any vacancies occurring in the office of Auditor.
54. At each annual general meeting the Club shall appoint an Auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
55. An Auditor may be removed by ordinary resolution.
56. An Auditor shall be informed forthwith in writing of appointment or removal.
57. No Director and no employee of the Club shall be Auditor.
58. The Auditor may attend general meetings.

Notices to Members

59. A notice may be given to a Director for a general Directors meeting, and to a Director and member for a general meeting, either personally or by mail to his/her registered address.
60. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been

given it is sufficient to prove that the notice was properly addressed and put in a Canadian Post Office receptacle.

61. Notice of a general meeting shall be given to:
- a. every member and all Directors shown on the register of members on the day the notice was given', and
 - b. the Auditor,
 - c. no other person is entitled to receive a notice of a general meeting.

By-Laws

62. On being admitted to membership, a member is entitled to and the Club shall give it, without charge, a copy of the constitution and by-laws of the Club.
63. These by-laws shall not be altered or added except by special resolution.

Miscellaneous

64. In the event of injury to any Club boat, equipment or property, the person or persons responsible, or the crew using the boat shall be liable to make good the damage unless the Directors after receiving and considering a full report of the circumstances consider that the expense thereof should be born by the Club.
65. All complaints made by members must be in writing and signed. These may be either handed or sent to the Secretary. Complaints must be specially dealt with by the Directors at their next meeting. The Directors shall not be called upon to take notice of any verbal suggestion or complaint.
66. Members shall have the privilege of bringing guests into the Club premises, on writing their name in the visitors book: provided however any member bringing guests into the Club premises, shall be responsible for the behaviour and conduct of such guests. All guests must be accompanied by a member. Members shall have the privilege of bringing guests on the Club floats at any time only for the purpose of embarking or disembarking.
67. The word "he" in these by-laws shall be understood to also refer to "she", and the work "his" to "her's".
68. Upon winding up or dissolution of the society the assets that remain after payment of all costs, charges and expenses which are properly incurred in winding up shall be distributed to such charitable organisations in British Columbia having similar charitable purposes. This provision was previously unalterable.